



THE BRINK'S COMPANY FINANCE AND STRATEGY COMMITTEE CHARTER

I. PURPOSE

The Finance and Strategy Committee (the "Committee" assists the Board of Directors (the "Board") in monitoring the Company's strategic direction and business development activities, recommends to the Board dividend actions, reviews other actions and policies regarding the financial affairs of the Company, oversees risks related to the Company's credit facilities, rating agency interactions and pension and savings plans and reviews with management the performance of the Company's 401(k) plan, frozen Pension-Retirement Plan and Pension Equalization Plan, and any similar retirement benefit plans that may be maintained from time to time by the Company.

II. MEMBERSHIP

The Committee shall be comprised of three or more directors. The members of the Committee shall be appointed and may be removed by the Company's Board of Directors.

III. COMMITTEE AUTHORITY AND RESPONSIBILITIES

The Committee shall

- 3.1 Make recommendations to the Board regarding dividend declarations and similar actions.
- 3.2 Advise the Board with respect to policies regarding the financial affairs of the Company.
- 3.3 Oversee the Company's interactions with credit rating agencies and monitor risks relating to the Company's credit facilities.
- 3.4 Review with management the performance of the Company's retirement benefit plans and assist the Board of Directors in delegating its authority with respect thereto.
- 3.5 Monitor the Company's strategic direction and business development activities.
- 3.6 Have the authority to adopt amendments to the Company's retirement benefit plans.

For the avoidance of doubt, the Committee shall not have or be assigned any authority or responsibility other than as set forth above and other than as expressly set forth above, the Board shall have final decision-making authority with respect to matters delegated to the Committee.

IV. COMMITTEE GOVERNANCE AND OPERATION

- 4.1 Make regular reports to the Board.
- 4.2 Have the authority, to the extent it deems necessary or appropriate, to retain special legal, accounting or other consultants to advise the Committee, and receive appropriate funding from the Company, as determined by the Committee, for the payment of compensation to such advisors and ordinary administrative expense that the Committee determines are necessary or appropriate for carrying out its duties.
- 4.3 Form and delegate authority to a subcommittee comprised of one or more Committee members when appropriate.
- 4.4 Review and assess the adequacy of this Charter annually.
- 4.5 Annually evaluate the Committee's performance.